

Thomas M. Kennedy (TK-0993)
Susan Jennik (SJ-4607)
KENNEDY, JENNIK & MURRAY, P.C.
113 University Place
New York, NY 10003
(212) 358-1500

Return Date:
September 23, 2008
10:00 a.m.

Attorneys for International Union of Electronic,
Electrical, Salaried, Machine and Furniture Workers,
Communications Workers of America ("IUE-CWA")

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:)	
)	Chapter 11
In re DELPHI CORPORATION, et al.,)	
)	05-44481 (RDD)
Debtors.)	(Jointly Administered)

**LIMITED OBJECTION OF IUE-CWA TO DEBTORS MOTIONS FOR (1) ORDER
AUTHORIZING MODIFICATION OF PENSION PROGRAMS AND APPLICABLE
UNION AGREEMENTS AND (2) TO IMPLEMENT AMENDED AGREEMENTS WITH
GENERAL MOTORS**

The IUE-CWA, by and through its counsel, hereby files this Limited Objection to the expedited motions (1) for authority to modify benefits under hourly and salary pension programs and modify applicable union agreements and (2) to implement amended and restated certain agreements with General Motors Corp. In support of this Limited Objection, the IUE-CWA respectfully states as follows:

INTRODUCTION

1. Almost three years into this complex bankruptcy proceeding, Debtors have filed expedited motions for approval of (i) substantially renegotiated agreements with GM entitled the Amended Global Settlement Agreement ("AGSA") the and Amended Master Restructuring Agreement ("AMRA") and (ii) an order authorizing modification of the existing Delphi hourly

and salaried pension programs. The AGSA and the AMRA, as well as the accompanying proposed pension modifications, will materially impact the retirement benefits and post-retirement health care benefits available to members of the IUE-CWA and their families. Since all of the ramifications of these proposed changes is not yet clear, the IUE-CWA has chosen to impose a Limited Preliminary Objection pending further discovery and other exchanges with both GM and Delphi on the impact of the proposed changes.

2. IUE-CWA also holds a substantial unsecured claim in this bankruptcy as a result of the collective bargaining negotiations concluded in August, 2007. A twenty-six million (\$26 million) claim was negotiated to provide health benefits for IUE-CWA members that were employed by Delphi and eligible for post-retirement health care but who were not eligible for the GM OPEB guarantee and it appears are not covered by the assumption of OPEB by GM as part of the AGSA and AMRA. A ninety million (\$90 million) claim was negotiated to provide additional health benefits and badly needed training funds for IUE-CWA members and a ten million (\$10 million) claim was negotiated to provide support for the continued operation of the IUE-CWA Joint Activities Center in which IUE-CWA members receive training to improve their skills necessary to obtain alternative employment and make them more efficient in their current employment. More information is necessary on the impact of the expedited motions on these claims.

3. On October 8, 2005 (the "Petition Date"), thirty-nine of the Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code. On October 14, 2005, the three remaining Debtors also filed voluntary petitions.

4. The IUE-CWA has represented employees of Delphi and its predecessor, GM, continuously since the union's founding in 1949. At the inception of this case, these IUE-CWA Local unions were the sole and exclusive representatives at the Delphi facilities noted:

<u>Local</u>	<u>Facility</u>
Local 416	New Brunswick, New Jersey
Local 698	Clinton, Mississippi
Local 711	Gadsden, Alabama
Local 717	Warren, Ohio
Local 718	Brookhaven, Mississippi
Local 755	Kettering, Ohio
Local 801	Moraine, Ohio

These facilities employed approximately 8,000 IUE-CWA members at the beginning of these cases.

5. Since October 8, 2005, the New Brunswick, New Jersey and Moraine, Ohio plants have closed and all employees severed. The Gadsden, Alabama and Kettering, Ohio plants have been sold and many employees terminated pursuant to the various attrition programs. The terms of the new contracts at those facilities are far lower than the basic IUE-CWA contract in effect before October 8, 2005. The employees at the remaining Clinton, Mississippi, Brookhaven, Mississippi and Warren, Ohio plants have accepted far lower wages and benefits than were paid prior to October 8, 2005. The total IUE-CWA employment at Delphi has declined to less than 1,400 members today.

6. The IUE-CWA also represents approximately 3,000 Delphi retirees who will also be impacted by the proposed AGSA and AMRA.

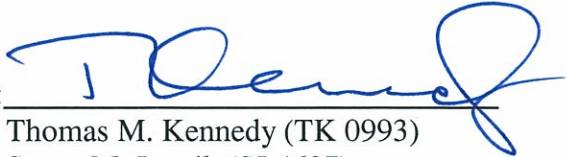
7. Based upon the prior interpretations by the Debtor of the Case Management Order in this matter, it is anticipated that IUE-CWA will only be permitted discovery in connection with these motions if it has filed a Preliminary Objection to the proposed motions.

8. Accordingly, IUE-CWA reserves its right to amplify this Objection with a further statement of grounds and authority depending on the information disclosed in discovery on the impact of the proposed motions on IUE-CWA members and retirees and on the IUE-CWA's unsecured claims.

Dated: New York, New York
September 15, 2008

Respectfully submitted,

KENNEDY, JENNIK & MURRAY, P.C.
Counsel for IUE-CWA

By: 
Thomas M. Kennedy (TK 0993)
Susan M. Jennik (SJ 4607)
113 University Place
New York, NY 10003
(212) 358-1500